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July 25, 2011

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VIA HAND DELIVERY

Mr. James Wasilak
Chief of Planning
City of Rockville
111 Maryland Avenue, Room 217
Rockville, Maryland 20850

Re: Twinbrook Metroplace – Project Plan Application for Redevelopment of 1592 Rockville Pike, City of Rockville (the “Property”)

Dear Mr. Wasilak:

On behalf of Twinbrook Partners LLC and The Northwestern Mutual Life Insurance Company (collectively the “Applicant”), please find enclosed an application (the “Application”) for a project plan (the “Project Plan”) for the Property, submitted pursuant to Section 25.07.07 of the City of Rockville Zoning Ordinance (the “Zoning Ordinance”). The Application proposes redevelopment of the Property in order to transform the outdated existing single-story commercial uses and surface parking into a transit-oriented, mixed-use “destination location” composed of five buildings all with activating ground-floor retail uses, along with a landscaped pedestrian promenade adjacent to Rockville Pike, underground and aboveground structured parking, open areas and public use spaces, and related amenities (the “Project”).

On April 8, 2011, the Applicant filed its pre-application submission with the City of Rockville (the “City”). The pre-application area meeting was conducted on April 28, 2011, and the Development Review Committee (“DRC”) meeting took place on May 5, 2011. Illustrative of the iterative process that the Applicant has already pursued with the City and interested members of the community and in response to comments received at the pre-application area meeting and the DRC meeting, the Applicant has implemented the following revisions to the Application prior to this submittal (all as explained in further detail below):

- 1) Agreed that Festival Street will be a public street rather than a private street.
- 2) Adjusted sidewalk widths throughout the Project.

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- 3) Eliminated service alley access at the corner of Chapman Avenue Extension and Halpine Road, and relocated the service alley entrance to Halpine Road through an existing easement.
- 4) Located stormwater management vaults for the Project's buildings inside the buildings.
- 5) Eliminated the proposed retail building at Chapman Avenue Extension and Festival Street to provide flexibility in the alignment of the Chapman Avenue Extension.
- 6) Increased the proposed tree coverage on the Property.
- 7) Agreed to future dedication of a service drive parallel to Rockville Pike.
- 8) Reduced both the building and garage footprints to fit inside the new right-of-way lines established for the Chapman Avenue Extension and Festival Street.

PROPERTY DESCRIPTION

The Property is zoned Mixed-Use Transit District ("MXTD") and is located within the boundaries of the 1989 Rockville Pike Corridor Neighborhood Plan (the "1989 Plan").¹ The Property is composed of one parcel approximately 6.75 acres in size and is bounded by Rockville Pike to the west, the Metro tracks to the east, an approximately 56,449-square-foot property to the south (with Halpine Road directly to the south of that property), and an approximately 46,619-square-foot property to the north. The Property is currently improved with approximately 80,000 square feet of single-story retail uses and 20,000 square feet of office uses, with approximately 150,000 square feet of surface parking. The properties to the north, south, and west across Rockville Pike are similarly commercial in nature and use, with single-story retail uses and vast amounts of surface parking.

Located just 600 feet from the entrance to the Twinbrook Metro Station, the Property is ideally situated for a transit-oriented, mixed-use "destination location". The Property is a short ride

¹ The Property is also located within the boundaries of the draft "Rockville Pike: Envision a Great Place" plan (the "Draft 2011 Plan"), which proposes to update the 1989 Plan and was published for public review on December 27, 2010. It is anticipated that the Draft 2011 Plan will not be adopted by the City of Rockville Mayor and Council (the "Mayor and Council") until after Mayor and Council review of the Application is complete, and therefore the Application is governed by the existing zoning on the Property and the recommendations of the 1989 Plan. However, as discussed in further depth below, the Application is nevertheless generally consistent with the "Development Principles" contained in the Draft 2011 Plan.

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north or south on Metro's Red Line to downtown Rockville, the National Institutes of Health, Bethesda, or downtown Washington, D.C. The Property is also within easy walking distance of significant office and retail concentrations in the vicinity of the Twinbrook Metro Station, and enjoys excellent access in all directions via major arterial roads, such as Rockville Pike, Twinbrook Parkway, Montrose Road, and Veirs Mill Road.

PROJECT DESCRIPTION

The Application proposes a complete redevelopment of the Property to transform the existing outdated single-story retail uses and surface parking into a transit-oriented, mixed-use "destination location". The Project is composed of five buildings, identified on the enclosed Project Plan as Building "1", Building "2", Building "3", Building "4", and Building "5". The Project proposes an appropriate mix of residential, office, hotel, health club, retail, and restaurant uses to activate the Property given its convenient proximity to the Twinbrook Metro Station (the programming calculations are detailed in the Development Data Table included on the Project Plan). To activate the Property along the important Rockville Pike frontage, the Project provides a landscaped, pedestrian promenade with adjacent retail, office, and hotel uses. The Project then steps up to more density-intensive residential uses further to the eastern side of the Property, along its border with the Metro tracks. Ground-floor retail will be included in all buildings. To supplement the existing Rockville Pike street grid, the Applicant proposes to construct a new east-west Festival Street connector road ("Festival Street") and a north-south extension of Chapman Avenue (the "Chapman Avenue Extension"). Vehicular access to the Project will be via Festival Street and the Chapman Avenue Extension. Both streets will be dedicated to public use; the Applicant is seeking a minor waiver pursuant to Section 21-20 of the City of Rockville Code (the "City Code") to permit the Chapman Avenue Extension to be constructed to a 53.67-foot right-of-way, with a 16.33-foot Public Utility Easement, resulting in total width dedicated to public use of 70 feet (in place of 70 feet of right-of-way typically required for business district roads), and to permit Festival Street to be constructed to a 51.67-foot right-of-way with a 14.33-foot Public Utility Easement, resulting in total width dedicated to public use of 66 feet (again in place of 70 feet of right-of-way typically required for business district roads), all as explained in further detail below. The Applicant is also seeking a parking reduction pursuant to Section 25.16.03(h)(1) of the City Code to construct approximately 11% fewer parking spaces than would otherwise be required, also explained in further detail below.

Buildings "1" and "2" will be constructed south of Festival Street. Building "1" is proposed to be a 10-story (approximately 125-foot) office building along Rockville Pike, and Building "2" is proposed to be a 14-story (approximately 147-foot) residential building along the Chapman Avenue Extension. Buildings "1" and "2" will be constructed over underground parking and will wrap around an aboveground parking structure. Buildings "3" and "4" will be constructed

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north of Festival Street. Building "3" is proposed to be a 10-story (approximately 106-foot) hotel along Rockville Pike, and Building "4" is proposed to be a 14-story (approximately 144-foot) multi-family residential building along the Chapman Avenue Extension. Buildings "3" and "4" will be served by underground parking. East of the Chapman Avenue Extension, the Applicant proposes Building "5" as a 13-story (approximately 140-foot) multi-family residential building. Building "5" will be constructed over underground parking and will be designed to wrap around an aboveground parking structure.

While architectural design and building materials are very conceptual at this point, it is anticipated that all buildings will be constructed of some combination of masonry, glass, steel, and concrete. The heights and massing will be pedestrian-oriented in nature, with lower heights along the streetscape facades that then step back to greater heights above the third and fourth stories. The Applicant further proposes a landscaped, pedestrian promenade along Rockville Pike as well as pedestrian-friendly landscaping and streetscape and retail locations along Festival Street and the Chapman Avenue Extension. Additionally, the Applicant proposes private, residential amenity spaces and green roofs on the lower levels of the multi-family residential buildings.

REQUIREMENTS FOR PROJECT PLAN APPROVAL

Pursuant to Section 25.07.01(b)(2) of the Zoning Ordinance, a Project Plan application may be approved provided that the Mayor and Council find that approval of the application will not:

- (a) Adversely affect the health or safety of persons residing or working in the neighborhood of the proposed project;
- (b) Be in conflict with the Plan;
- (c) Overburden existing and programmed public facilities as set forth in Article 20 of this Chapter and as provided in the adopted Adequate Public Facilities Standards;
- (d) Constitute a violation of any provision of this Code or other applicable law; or
- (e) Adversely affect the natural resources or environment of the City or surrounding areas.

As discussed fully below, the Project satisfies all of the requirements for approval of the Application.

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- (a) Adversely affect the health or safety of persons residing or working in the neighborhood of the proposed project.

The Project will have no adverse impact on the health or safety of persons residing or working in the neighborhood of the Project. The Property is surrounded by commercial uses along Rockville Pike to the north, south, and west and is separated from the nearest single-family residential neighborhood by the Metro tracks and the CSX/MARC rail line.² The existing surrounding area is generally described as follows: To the east are the Metro tracks and the CSX/MARC rail line, which provide a significant buffer from the nearest single-family residential neighborhood to the east. To the west is Rockville Pike and Congressional Plaza, which contains single-story box stores and surface parking, as well as smaller stores and fast-food restaurants. To the north is an approximately 46,619-square-foot property currently improved with single-story retail uses and surface parking, similar to the current uses on the Property. To the immediate south is an approximately 56,449-square-foot property, also currently improved with single-story retail uses and surface parking (with Halpine Road directly to the south of that property). Just south across Halpine Road is the The JBG Companies' Twinbrook Station project, for which the City approved 1,596 dwelling units, 325,000 square feet of office uses, 220,000 square feet of retail uses, 2,409 private parking spaces, and 1,151 parking spaces for Metro commuters. When complete, the Twinbrook Station project will have 18 buildings, of which two will be 170 feet in height and four others will be 130 feet in height. To date, the Alaire, a multi-family residential building with 279 units and part of the Twinbrook Station project, is constructed and is occupied by residents.

Furthermore, the zoning on surrounding properties and the recommendations for these properties contained in the 1989 Plan and the Draft 2011 Plan provide significant future development and redevelopment opportunities along the Property's western, northern, and southern boundaries. The properties to the north and south are similarly zoned MXTD and could be redeveloped with the same densities and heights as proposed for the Property. The properties to the west, north, and south are also located within the 1989 Plan and the Draft 2011 Plan. Both plans recommend mixed-use, transit-oriented developments near the Twinbrook Metro Station. To that end, the Project is compatible with all surrounding uses and properties as they exist today and as they are planned to exist in the future.

The construction of Festival Street and the Chapman Avenue Extension will create new vehicular and pedestrian linkages along Rockville Pike and will help the City to create a true street grid in the South Pike location. These infrastructure improvements are anticipated to

² The closest residents to the Project are the tenants of the "Alaire" building, itself a transit-oriented, mixed-use development which is part of The JBG Companies' Twinbrook Station project.

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divert traffic away from Rockville Pike towards the internal street grid which the Project helps to create. All of these public benefits will be further steps in improving the appearance, functionality, and value of this stretch of Rockville Pike and will directly benefit the public.

Residents of the City and employees working in the area of the Property will benefit from the increased pedestrian connectivity between Rockville Pike and the Twinbrook Metro Station that will be provided by the Project. Specifically, the Applicant intends to construct sidewalks along Festival Street and the Chapman Avenue Extension to create attractive, safe, and walkable linkages between Rockville Pike and the Twinbrook Metro Station. Furthermore, the Project will also increase green space and open area along Rockville Pike and in such manner, will benefit the health and welfare of persons residing or working in the neighborhood of the Project. The proposed design includes a landscape buffer along Rockville Pike coupled with street trees and ground plantings along Festival Street and the Chapman Avenue Extension. These plantings will provide shading and will transform this corridor into a visual amenity. The Project will vastly improve the current functioning of the Property from an environmental perspective, by complying with the City's green building and forest conservation standards, enhancing the experience of area residents, workers, and visitors of the Project, as well as complying with the City's stormwater management requirements.

(b) Be in conflict with the Plan.

The Project satisfies both the general urban design goals and the Property-specific recommendations of the 1989 Plan. The Property is located in the "Metro Performance District" of the 1989 Plan. The 1989 Plan recognizes that the "Twinbrook Metrorail Station is an important asset in the Rockville Pike Corridor" and that the goal of the Metro Performance District "chapter is to build upon the assets found in the area..." (p. 89). The Project complies with the 1989 Plan's "urban design goals" for the Metro Performance District as follows:

- Promote the effective use of Metro and other transit facilities.

The Project proposes an appropriate mix of activating uses within 600 feet of the Twinbrook Metro Station. The mix of uses will encourage residents, workers, and visitors to utilize Metro to access the Project, as well as the Metrobus and Ride-on bus routes that run near the Project along Rockville Pike.

- Minimize vehicular congestion and pedestrian conflicts.

The construction of Festival Street and the Chapman Avenue Extension will create new vehicular and pedestrian linkages along Rockville Pike and will help the City to create a true street grid in the South Pike location. The pedestrian promenade along Rockville Pike will

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include a landscaped buffer and street trees, providing safety and shading and encouraging pedestrians to walk to and from the Project, the Twinbrook Metro Station, and other destinations in the vicinity. Sidewalks along Festival Street and the Chapman Avenue Extension will create attractive, safe, and walkable linkages between Rockville Pike and the Twinbrook Metro Station.

- Promote improved pedestrian circulation and develop open spaces to serve the needs of the workers, shoppers and residents.

The proposed open area and public use space will exceed the requirements of the MXTD Zone. The inclusion of open area and public use space is a significant improvement over the existing surface parking and single-story uses on the Property, and will serve the needs of residents, workers, shoppers, and visitors to the area by providing an attractive space for shopping and gathering.

- Increase residential development within a range of housing types and income.

Included in the proposed uses for the Project are a mix of residential unit types with a range of price points (including 12.5% Moderately Priced Dwelling Units, or "MPDUs"), for persons of various income levels.

- Encourage good building design which will contribute to a unified and coordinated urban environment.

While architectural design and building materials are very conceptual at this point, it is anticipated that all buildings will be constructed of some combination of masonry, glass, steel and concrete. The heights and massing will be pedestrian-oriented in nature, with lower heights along the streetscape facade stepping back to greater heights above the third and fourth stories of the buildings.

- Conserve the existing positive attributes by retaining existing compatible uses, landscape and design features.

There are very few existing positive attributes on the Property given its outdated single-story commercial uses and vast area of paved surface parking. The Project proposes to completely redevelop the Property to better reflect what a site so proximate to the Twinbrook Metro Station should be: an activated, transit-oriented, mixed-use "destination location".

- Establish an attractive and pleasant environment through the use of landscaping and coordinated amenities.

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The Landscape Plan submitted with this Application demonstrates the manner in which the Project satisfies the City's landscape requirements as contained in the Landscaping, Screening and Lighting Manual.

Furthermore, as demonstrated in the chart below, the Project complies with the relevant 1989 Plan Property-specific recommendations (p. 111-133).

	1989 Plan Recommendations³	Proposed Project
Use	Mixed-Use: Residential, office and retail	Mixed-Use: Residential, office, hotel, health club, retail, and restaurant
Rockville Pike Build-to-Line	135-foot build-to-line from centerline of Rockville Pike	135 feet from centerline of Rockville Pike
Secondary Street Build-to-Line	Place at least 50% of the lower floors of buildings at the build-to-line to create a street edge. Orient support retail to the street to maintain a consistent visual image at the level of pedestrian of activity. Residential units may be set back from the build-to-line above the first floor.	Consistent build-to-line and ground-floor retail proposed along Festival Street and Chapman Avenue Extension. Proposes sidewalk retail and cafes to enliven and encourage pedestrian activity. Residential, office and hotel uses will be set back above the first floors.
Rockville Pike Streetscape	Streetscape, including landscaping, is recommended for Rockville Pike	Streetscaping, landscaping, open area, and public use space is proposed along Rockville Pike.
Mid-Block Vehicular Access	Mid-block vehicular access recommended	Mid-block vehicular access will be provided in the form of Festival Street.
Proposed Street Grid	Extension of Chapman Avenue and creation of "One Way West," east-west mid-block connection	Project proposes to Chapman Avenue Extension in a more direct, westerly route to preserve direct access through the Property and to maintain the street grid. The Project also proposes east-west Festival Street.

³ The 1989 Plan includes certain site-specific recommendations that are no longer applicable. For example, the recommendation for "15-60 dwelling units per acre" was obviated when the Property was zoned to MXTD, which has no density cap. In addition, the "Halpine Promenade" and "Grade Separated Pedestrian Crossing at Halpine Road and Rockville Pike" recommendations are not relevant because they apply to the property located along Halpine Road just south of the Property, which is not part of this development proposal.

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In addition, although not governing, the Project meets the Draft 2011 Plan's "Development Principles" (pp. 4.2-4.4). In particular, the Project will promote the following:

- Quality architecture and urban design will create a visually appealing environment along the Pike.

By redeveloping the existing single-story retail and surface parking with high-quality, mixed-use buildings constructed in a range of modern materials and architectural techniques, and the inclusion of landscaping, hardscape, open area, and public use spaces, the Project creates a visually appealing environment along Rockville Pike.

- Roadway and intersection improvements on the Pike will allow for smooth, safe vehicular flow.

The Project proposes expanding the Rockville Pike street grid by constructing a new east-west Festival Street and north-south Chapman Avenue Extension. This extended street network will allow for smoother, safer vehicular flow up and down Rockville Pike and between Rockville Pike and Twinbrook Metro Station, while also establishing future development opportunities through the logical organization of the street grid.

- The Pike will feature a safe and pleasant environment for walking and biking.

The Project creates a landscaped, pedestrian promenade along Rockville Pike and active streetscapes along Festival Street and the Chapman Avenue Extension to facilitate safe and accessible pedestrian and bike linkages to the Twinbrook Metro Station. Installing landscaping and hardscape improvements where only asphalt currently exists helps to create a safe and pleasant environment for walking and biking along the Rockville Pike corridor.

- The Pike will feature vibrant, walkable mixed-use developments.

The Project is a five-building, mixed-use development that will bring the correct mix of residents, office workers and retail/restaurant/health club patrons to activate the neighborhood and transform this section of Rockville Pike into a lively, successful, and suitable transit-oriented "destination location".

- The economic success of Rockville's Pike will be maintained by supporting both local and national retail and encouraging property redevelopment.

By redeveloping this outdated retail strip with residential, office, hotel, health club, retail, and restaurant uses, the Project utilizes the Property to its highest and best use and provides an

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optimal environment to attract successful national and local retailers and other excellent business and residential end users.

In addition to meeting the Draft 2011 Plan's Development Principles, the location of Festival Street satisfies the proposed "South Pike" street grid, and locating the landscaped pedestrian promenade along Rockville Pike preserves the City's ability to expand Rockville Pike to accommodate the "Multi-way Boulevard," if approved. Accordingly, the Project squarely conforms to the Draft 2011 Plan's vision for the future of Rockville Pike and does not limit or impact any future implementation of that plan.

(c) Overburden existing and programmed public facilities as set forth in Article 20 of this Chapter and as provided in the adopted Adequate Public Facilities Standards.

The Project satisfies the City's Adequate Public Facilities Ordinance ("APFO") found at Section 25.20.01 *et seq.* of the Zoning Ordinance, and the accompanying Adequate Public Facilities Standards ("APFS").

- Adequate existing public water and sewer service exists to serve the needs of the Project.
- With regard to school capacity, the Property is located in the Walter Johnson school cluster, and the Project's students will be assigned to Farmland Elementary School, Tilden Middle School, and Walter Johnson High School. The FY2011 and FY2012 City of Rockville school tests project sufficient capacity at all three schools, and with the additional students generated by the Project, the 110% school capacity threshold will not be exceeded. Accordingly, the Project satisfies the APFO and APFS school capacity requirements.
- The Project will satisfy the APFO and APFS requirements for fire and emergency service protection. The residential units will all have sprinklers, mitigating the need for the Property to be accessible by fire engines from at least three separate fire stations within a 10-minute time period. That said, fire and emergency services will be able to access the Project rapidly because the Property is located approximately 0.3 miles from Station 23 located at 121 Rollins Avenue, and within 2 miles of Station 3 located at 380 Hungerford Drive and Station 21 located at 12500 Veirs Mill Road.
- The Applicant's infrastructure improvements and other mitigation measures will mitigate the transportation impact of the Project as required by the APFO, APFS, and Comprehensive Transportation Review ("CTR") requirements. The Project will

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mitigate its transportation impacts as required by the APFO and APFS by enhancing the street grid and through other mitigation, all as detailed in the Applicant's Comprehensive Transportation Report submitted with this Application.

(d) Constitute a violation of any provision of this Code or other applicable law.

The Project satisfies the requirements of the Zoning Ordinance.

The Property is zoned MXTD, which permits all of the uses proposed for the Project. Furthermore, as shown in the chart below, the Project satisfies the development standards for the MXTD Zone as detailed in Sections 25.13.05(b)(1) and 25.13.05(b)(2) of the Zoning Ordinance:

Category	Requirement	Proposed for the Project
Height	120 feet ⁴	Up to 150 feet ⁵
Open Area (% of net lot area)	15% when residential dwellings are provided	Currently approximately 40%; proposes no less than 20%
Public Use Space (% of net lot area)	10%	Currently approximately 20%; proposes no less than 15%
Setbacks		
Public right-of-way abutting	None	0 feet
Side (when non-residential land abutting)	None; 10-foot minimum if provided	10 feet

⁴ Building height may be increased to 150 feet under the following conditions: (a) The public use space requirement must be provided on the site; (b) the building footprint cannot occupy more than 80% of the net lot area; (c) the building design exceeds the urban design recommendations of the applicable master plan; and (d) the building must exceed any energy conservation standards set forth in this Code.

⁵ The proposed buildings with heights in excess of 120 feet satisfy the Zoning Ordinance because the Project: (a) currently proposes 20% public use space, which is more than the required 10% public use space on-site; (b) currently proposes approximately 70% building coverage, less than the maximum building coverage of 80%; (c) exceeds the urban design recommendations of the 1989 Plan by creating an active, retail-oriented street edge along Rockville Pike and lining secondary streets with residential and retail (see 1989 Plan, pp. 96-100); and (d) will exceed the City's established energy conservation standards for those buildings for which additional building height is being requested, as discussed further below.

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Rear (when non-residential land abutting)	None; 10-foot minimum if provided	0 feet
Build-to-line from centerline of Rockville Pike	135 feet	135 feet
Lot Coverage (% of net lot area)	None; except that maximum of 80% of net lot area permitted when building height exceeds 120 feet (see Footnotes 5 and 6)	Currently approximately 70%; not to exceed 80%

The Project will also satisfy the “Special Design Regulations” for the MXTD zone established in Section 25.13.07(a) of the Zoning Ordinance as follows:

- (1) *Building Location – In order to meet the intent of the Master Plan, buildings in the MXTD Zone should be located at the front property line(s), including corner lots, or the build-to line where established by the Plan. Access to the rear, if required, should be via alleys. If access is required from the front, the driveway entry should be a portal penetrating the façade of the building. The continuity of the building façade must be maintained above the drive entry.*

The buildings along Rockville Pike are proposed to be constructed to the 135-foot build-to-line established in the 1989 Plan. Vehicular access to the Property will be through the east-west Festival Street and north-south Chapman Avenue Extension.

- (2) *Uses by Floor – The ground floor must contain retail or public-related service uses along those streets designated in the Master Plan as major pedestrian spines. Ground floor retail is the preferred use along other streets, but is not required. The ground floor should normally have a ceiling height of at least 15 feet. At the time of site plan review or project plan review, the Approving Authority may consider a lower ceiling height if appropriate in the particular circumstance. The upper floors may be additional retail, office, residential, or a combination of uses. If the building contains only residential units, the ground floor may consist of residential units, but should be designed to facilitate conversion to retail or other commercial uses.*

All five buildings will contain ground-floor retail. The heights on the ground floor will meet or exceed the 15-foot height requirement. As stated above, the upper floors on Buildings “1” and “3” will contain office and hotel, respectively, and the upper floors on Buildings “2”, “4” and “5” will contain residential uses.

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- (3) *Facade – The façade design must be consistent with the standards set forth in subsection 25.13.05.b.2(a). Where the façade height exceeds 35 feet, the façade should include an expression line above the first floor level and a defined cornice line at the top of the façade wall.*

Because architectural design, including façade design, is very conceptual at this Project Plan stage, the Project will demonstrate satisfaction with this requirement at the time of site plan review.

- (4) *Fenestration – Generally, fenestration of the stories above the ground floor should be by individual framed windows. Continuous strip windows may be allowed by the Planning Commission if they are used to maintain compatibility with existing contiguous projects.*

Because architectural design, including fenestration, is very conceptual at this Project Plan stage, the Project will demonstrate satisfaction with this requirement at the time of site plan review.

- (5) *Sidewalks – Where sidewalks must be built new or rebuilt as part of redevelopment, they should comply with the provisions of Section 25.17.05.*

All sidewalks in the Project will comply with Section 25.17.05 of the Zoning Ordinance. If alterations are required, the Applicant will seek a waiver pursuant to Section 21-20 of the City Code.

- (6) *Parking – On-site parking must be provided in accordance with the requirements of Article 16. Parking must be located to the side or in the rear of the buildings unless ground floor retail is provided, in which case limited parking may be allowed in the front to serve the retail uses. Structured parking, either above or below grade, is preferred. Any parking structure facades visible from the street or a transitway must be treated in the same manner as the primary building facades. All parking must be screened to prevent vehicle headlights from shining into adjoining residential properties.*

Under the provisions of Section 25.16.03 of the Zoning Ordinance, 1,460 parking spaces are required to be provided in the Project (once the applicable credit for proximity to Metro, per Section 25.16.03(h)(3), and the shared parking space analysis, per Section 25.16.03(h)(6) is applied, all as indicated on the Project Plan's Development Data Table). The Project proposes to construct 1,291 total parking spaces, with the vast majority of the parking spaces provided either underground or in fully-screened above-ground structures. Thus, the Applicant seeks a reduction pursuant to Section 25.16.03(h)(1) of the Zoning Ordinance to permit 12% fewer parking spaces

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than would otherwise be required (once the applicable credits for proximity to Metro and shared parking are applied), all as explained in further detail below in the "Requested Waivers" section.

In addition, the Project will satisfy the "Additional Design Guidelines" for the Mixed-Use Zones as detailed in Section 25.13.06 of the Zoning Ordinance, whose stated purpose in subsection (a) is "to establish guidelines that will promote the highest quality of development in the Mixed Use Zones", and that "[n]ew development or redevelopment should be consistent with the intent and purpose" of these guidelines. The Project is or will be consistent with these "Additional Design Guidelines" as follows:

(b) Aesthetic and Visual Characteristics for All Zones

This subsection contains guidelines relating to facades and exterior walls, roofs, materials and color, items not permitted to face a public street, entryways, and screening of mechanical equipment. Due to the conceptual nature of the Project's proposed architecture at this Project Plan stage, all of these items are better addressed at site plan, and at that time the Applicant will demonstrate the manner in which the Project is consistent with these guidelines.

(c) Site Design and Relationship to Surrounding Community

(1) Vehicular Access

To supplement the existing Rockville Pike street grid, the Applicant proposes to construct the east-west Festival Street connector road between Rockville Pike and the eastern side of the Project, and the north-south Chapman Avenue Extension from Halpine Road north to its intersection with Festival Street. Vehicular access to the Project will be via Festival Street and the Chapman Avenue Extension. Both streets will be dedicated to public use.

(2) Buffers

As previously discussed, there are no nearby residential uses, with the exception of the residents of the "Alaire" building in the Twinbrook Station project located on the south side of Halpine Road, which is itself a transit-oriented mixed-use development similar to the Project. The Property is surrounded by commercial uses along Rockville Pike to the north, south, and west and is separated from the nearest single-family residential neighborhood to the east by the Metro tracks and the CSX/MARC rail line.

(3) Outdoor Sales and Storage

The Project Plan does not propose any outdoor sales or storage at this time.

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(4) *Trash Recycling, Waste Oil/Grease Collection Area*

The Project will comply with locational requirements for these facilities at the time of site plan review.

(5) *Parking Lots and Structures*

Nearly all parking in the Project will be located in underground facilities or fully screen aboveground parking structures, with the exception of the surface spaces located along the streets internal to the Project. Each building will have either its own underground or aboveground structured parking facility, or one located within a short walk, so as to efficiently serve the parking needs of residents, workers, and visitors to the Project.

(6) *Pedestrian and Bicycle Flows*

The Project creates a landscaped, pedestrian promenade along Rockville Pike and active streetscapes along Festival Street and the Chapman Avenue Extension to facilitate safe and accessible pedestrian and bike linkages to the Twinbrook Metro Station. Installing landscaping and hardscape improvements where only asphalt currently exists helps to create a safe and pleasant environment for walking and biking along the Rockville Pike corridor.

(7) *Central Features and Community Spaces*

The Project provides high-quality, activated public use spaces along its Rockville Pike frontage, Festival Street, and Chapman Avenue Extension, as well as open area in the form of rooftop terraces and green roofs in Buildings 1, 3, and 5, all as shown on the Public Use & Open Space Plan submitted with this Application.

(8) *Delivery and Loading Spaces, Hours of Operation*

The Project is not located adjacent to any residential neighborhoods, but rather is located next to other commercial facilities with similar delivery and loading needs to the Project. Notwithstanding this, delivery and loading spaces are proposed to be located in service alleys behind the buildings so as to efficiently serve the needs of the uses in the Project while remaining tucked out of the way for aesthetic and functionality purposes.

(9) *Ancillary Uses*

All of the uses proposed for the Project are permitted in the MXTD Zone.

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(10) Noise Abatement

The Applicant will demonstrate that the Project complies with this requirement at the time of site plan review.

(11) Outdoor Lighting

The Applicant will submit a Lighting Plan at the time of site plan review that demonstrates compliance with this requirement.

(12) Landscaping

The Landscape Plan submitted with this Application demonstrates the manner in which the Project satisfies the City's landscape requirements as contained in the Landscaping, Screening and Lighting Manual.

The Project satisfies other applicable City laws.

The Project is designed to satisfy all other applicable City laws. The Project will provide 12.5% MPDUs in full satisfaction of Chapter 13.5 of the City Code. The Project's Stormwater Management Concept Plan (approved on July 1, 2011, a copy of which is included with this Application) satisfies the requirements of Chapter 19 of the City Code by providing environmental site design to the maximum extent practicable, utilizing green roofs and bio-planters, and stormwater management vaults and fee-in-lieu to satisfy the remainder of the stormwater management requirements. The Project will satisfy the afforestation requirements of Chapter 10.5 of the City Code through a mix of on-site plantings and fee-in-lieu, and a Preliminary Forest Conservation Plan has been submitted as part of this Application, demonstrating compliance with these requirements. The Project will also satisfy the green building regulations contained in Chapter 5 of the City Code. Moreover, as referenced herein, the Project will exceed the City's energy conservation standards contained in Chapter 5 of the City Code. The Landscape Plan submitted with this Application demonstrates the manner in which the Project satisfies the landscaping requirements contained in the City's Landscaping, Screening and Lighting Manual (the Applicant will address screening and lighting requirements at the time of site plan review of the Project). Finally, the Project will comply with the City's signage requirements established in Section 25.18 of the Zoning Ordinance and Chapter 19.5 of the City Code. Where compliance is not possible, the Applicant, or its tenants, will submit a request for a sign variance pursuant to the City Code.

(e) Adversely affect the natural resources or environment of the City or surrounding areas.

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The Property has no natural resources or environmental areas on site, and, accordingly, redevelopment will not impair any existing natural resources or other environmental resources. Rather, the Project will improve the local environment by installing a modern stormwater management system, vegetation, and tree cover in excess of what currently exists on the Property.

REQUESTED WAIVERS

The Applicant is seeking approval of two waivers in conjunction with the Application in order to implement the Project:

(1) Parking Reduction

The Applicant seeks a reduction pursuant to Section 25.16.03(h)(1) of the Zoning Ordinance to permit 12% fewer parking spaces than would otherwise be required for the Project (once the applicable credits for proximity to Metro and shared parking are applied). Pursuant to Section 25.16.03(h)(1), during review of a Project Plan in the MXTD Zone the Mayor and Council have the authority to reduce the required number of parking spaces to be constructed provided that one or more of the following criteria are satisfied:

- (a) *A major point of pedestrian access to such building or buildings is within seven-tenths of a mile (3,696 feet) walking distance of a transit station entrance shown on the Washington Metropolitan Area Transit Authority Adopted Regional Rail Transit System.*
- (b) *There are three (3) or more bus routes in the immediate vicinity of the building or buildings.*
- (c) *There is a major public parking facility available to the public within 1,000 feet of a building entrance.*
- (d) *Where the size of the lot is so small that meeting the parking requirement would prevent redevelopment.*
- (e) *Where there is a bikeway in close proximity to the site and the applicant demonstrates that the uses in the proposed development are conducive to bicycle use.*
- (f) *For any other good cause shown.*

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The Project satisfies four of these criteria (subsections (a), (b), (c), and (f)) as follows: (i) A major point of pedestrian access to the Project is located approximately 600 feet from an entrance to the Twinbrook Metro Station. Furthermore, the entire Property is located within a quarter-mile radius of the Twinbrook Metro Station. (ii) Several Metrobus and Ride-On bus routes are located in the immediate vicinity of the Project, and the Project is served by conveniently located bus stops. In addition, the Twinbrook Metro Station is a hub for numerous Metrobus and Ride-On bus lines that effectively and efficiently link the Project to the rest of the region. Therefore, the Project is well-served by Metro, Metrobus, and Ride-On bus, all of which will serve to further reduce the demand for parking within the Project itself. (iii) A WMATA public parking facility fewer than 1,000 feet from a proposed building entrance to the Project is being constructed in conjunction with The JBG Companies' adjacent Twinbrook Station project, which is anticipated to be completed prior to construction of the Project. (iv) The Project is a model transit-oriented development with excellent proximity to Metro and bus service. Available Metro ridership data indicates that transit (both Metro and bus) ridership has significantly increased within the past few years, it is anticipated that higher gas prices will serve to further increase this usage, and proximity to transit will encourage transit ridership and ease traffic congestion and vehicle-related environmental impacts. For these reasons, the Mayor and Council have good cause to approve the Applicant's parking reduction request.

(2) Right-of-Way Width

Pursuant to Section 21-20 of the City Code, the Applicant requests a minor waiver of required right-of-way width for the Chapman Avenue Extension and Festival Street, both of which are classified as business district roads. Both Festival Street and the Chapman Avenue Extension are required to be 70 feet wide pursuant to Section 21-60 of the City Code, but the Applicant seeks to construct the Chapman Avenue Extension within a 53.67-foot right-of-way with a 16.33-foot Public Utility Easement, resulting in total width dedicated to public use of 70 feet, and to construct Festival Street within a 51.67-foot right-of-way with a 14.33-foot Public Utility Easement, resulting in total width dedicated to public use of 66 feet. Pursuant to Section 21-20, the Mayor and Council may approve these waivers if they find them to be in the public interest.

Granting of the waivers satisfies the intent of the desired 70-foot right-of-way while providing greater flexibility for the Applicant to design the Project to urban design standards, and therefore approval of each is in the public interest. In each case (the Chapman Avenue Extension will have a 53.67-foot right-of-way combined with a 16.33-foot Public Utility Easement, and Festival Street will have a 51.67-foot right-of-way combined with a 14.33-foot Public Utility Easement), the lesser rights-of-way will permit desired two-way travel lanes, wide sidewalks, and an attractive streetscape environment fronting on the activating retail uses lining Festival Street and the Chapman Avenue Extension, preserving necessary vehicular and pedestrian circulation while

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also providing the urban design flexibility to combine functions in the spaces between buildings (i.e., underground parking garages, stormwater management vaults, utilities, etc.). Approval of the waiver will allow the Applicant to satisfy the intent of the standard business district road requirements, while recognizing the urban nature of the Project and the need to design the Project to efficiently utilize all available space between buildings for such functions as underground parking, stormwater management vaults, utilities, and the like. It should also be noted that the requested waiver would allow the portion of the Chapman Avenue Extension located within the Project to match the section of the Extension approved but not yet constructed to the south at The JBG Companies' Twinbrook Station project.

CONCLUSION

The Applicant respectfully requests that the Mayor and Council grant approval of this Project Plan for this proposed mixed-use, transit-oriented development located in the MXTD Zone in close proximity to the Twinbrook Metro Station. As explained above and in the plans submitted with this Application, the Project meets the purposes and standards of the MXTD Zone, satisfies and exceeds the visions, objectives, and recommendations of the 1989 Plan and the Draft 2011 Plan, and fulfills the Project Plan standards established in Section 25.07.01(b)(2) of the Zoning Ordinance. This Project provides an opportunity to provide a high-quality mixed-use development with residential, office, hotel, health club, retail, and restaurant uses; to improve upon the existing outdated single-story commercial uses and surface parking on the Property; and to provide much-needed vehicular and pedestrian linkages and improvements between the Twinbrook Metro Station and Rockville Pike. For all of these reasons, the Applicant respectfully requests that the Mayor and Council grant approval of this Project Plan Application.

LIST OF ENCLOSED APPLICATION PLANS AND MATERIALS

- (1) Completed Application
- (2) Check for the necessary filing fee and sign fee
- (3) Project narrative and statement of justification
- (4) Pre-Application Area Meeting Number 0011-00042 notes (dated April 28, 2011) and Development Review Committee meeting notes (dated May 5, 2011)
- (5) Proposed Post-Application Area Meeting date of August 15, 2011, to be held at the City of Rockville City Hall
- (6) Concept Site Development Plan, prepared and certified by a professional engineer (15 copies)
- (7) Approved NRI/FSD (approved on July 11, 2011)

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- (8) Preliminary Building Elevations and Floor Plans (3 copies)
- (9) Comprehensive Transportation Review Report (with required fee, and copy to CPDS)
- (10) Concept Landscape Plan (6 copies)
- (11) Preliminary Forest Conservation Plan
- (12) Approved Stormwater Management Concept Plan (approved on July 1, 2011)
- (13) Fire Protection Site Plan
- (14) Shade Study
- (15) Electronic version of all materials

Thank you for your consideration of this Application. Should you have any questions or need any additional information, please feel free to contact us.

Very truly yours,

LINOWES AND BLOCHER LLP

C. Robert Dalrymple, H.D.

C. Robert Dalrymple

Heather Dlhopsky

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Enclosures

cc: Mr. Jeremy Hurlbutt
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